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IN ACCOUNT WITH
STEPTOE & JOHNSON^{LLP}

October 17, 2008

INVOICE

Our Matter No. 017026.00003
BRIARWOOD/CENTURY FIELDS

Invoice No. 2275163

For Professional Services Rendered August 20, 2008 Through September 30, 2008:

Fees:

Attorney/Paralegal	Hours	Rate	Value
F. Agusti	2.60	610.00	1,586.00
P.L. Bednar	16.10	395.00	6,359.50
M. Sherman	6.50	220.00	1,430.00
Total Fees:			\$9,375.50

Expenses:

Air Fare	1,560.00
Hotel	256.40
Taxis	50.00
Meals While On Travel	<u>51.65</u>
Total Expenses:	<u>\$1,918.05</u>
Allocation from "Bankruptcy General"*:	<u>\$2,805.80</u>
Total Due for this Period:	<u>\$14,099.35</u>
Previous Balance:	<u>\$0.00</u>
Total Amount Due:	<u>\$14,099.35</u>

***Allocation is determined as 1/10th of current affiliated cases, based on work that is related to all filed bankruptcy cases from 8/19/08 forward.**

Tax I.D. Number 52-1349790

**SUNWEST MANAGEMENT, INC.
BRIARWOOD/CENTURY FIELDS
SEPTEMBER 2008**

Date	Name	Hour	Description
08/28/08	P.L. Bednar	0.10	Confer with Curtis Brody (Sunwest) regarding resident refund motion.
08/28/08	P.L. Bednar	0.20	Confer with Kristine Bernard (Sunwest) regarding UCC financing statements filed by New South Federal Savings Bank.
08/28/08	P.L. Bednar	0.10	Review UCC financing statements filed by New South Federal Savings Bank for Briarwood/Century Fields.
08/28/08	P.L. Bednar	0.10	Telephone conversation with Andrew Sloniewsky regarding UCC financing statements filed by New South Federal Savings Bank.
08/28/08	P.L. Bednar	0.30	Confer with James Estes (Sunwest) regarding pledging of Century Fields membership interests.
08/28/08	P.L. Bednar	0.10	Confer with James Estes (Sunwest) regarding proposed jury demand in answer to New South Federal Savings Bank's complaint in state court action.
08/28/08	P.L. Bednar	0.10	Correspondence with Jonathan Kim (Pachulski) and Paul Rundell (A&M) regarding resident refund motion.
08/29/08	P.L. Bednar	0.10	Correspondence with James Estes (Sunwest) regarding Century Fields membership interest pledge.
08/29/08	P.L. Bednar	0.20	Correspondence with Curtis Brody (Sunwest) and Shain Pearse (Sunwest) regarding returned checks from New South Federal Savings Bank.
08/29/08	P.L. Bednar	0.30	Draft letter to Shain Pearse (Sunwest) regarding returned checks from New South Federal Savings Bank.
08/29/08	P.L. Bednar	0.10	Telephone conversation with Greg Yates regarding returned checks from New South Federal Savings Bank.
08/29/08	P.L. Bednar	0.20	Telephone conversation with Greg Yates regarding strategy as to Century Fields membership interest pledge.
09/02/08	P.L. Bednar	0.40	Telephone conversation with Greg Yates regarding returned checks from New South Federal Savings Bank (.1); correspondence with Shain Pearse (Sunwest), Curtis Brody (Sunwest), and Paul Rundell (A&M) regarding returned checks from New South Federal Savings Bank (.3).

SUNWEST MANAGEMENT, INC.
October 17, 2008

Invoice No. 2275163
Matter No. 017026.00003

Date	Name	Hour	Description
09/04/08	P.L. Bednar	3.40	Review Century Fields loan documents for collateral pledge agreement (.3); review open A/P list and draft list of payables to affiliates (.3); correspondence with Ira Kharasch (Pachulski) regarding pledge agreement and payables to affiliates of Century Fields (.2); correspondence with James Estes (Sunwest) and Tom Wettlaufer (Sunwest) regarding pledge of ownership interests in Century Fields (.2); telephone conversation with Fil Agusti regarding joint and several liability as to New South loan obligations (.1); telephone conversation with Fil Agusti regarding investors in Century Fields facility property (.1); review Century Fields loan documents for language on joint and several liability (.5); correspondence with Fil Agusti regarding summary of findings as to joint and several liability for Century Fields secured debt (.2); review membership interest pledge agreement as to LRS Development (.3); correspondence with Ira Kharasch (Pachulski) regarding membership interest pledge agreement as to LRS Development (.1); review membership interest pledge agreement as to Lemmons/JRL (.3); correspondence with Ira Kharasch (Pachulski) regarding membership interest pledge agreement as to Lemmons/JRL (.1); review cross-collateralization agreement as to Briarwood (.3); correspondence with Ira Kharasch (Pachulski) and Jonathan Kim (Pachulski) regarding Briarwood cross-collateralization agreement (.1); review cross-collateralization agreement as to Century Fields (.2); correspondence with Ira Kharasch (Pachulski) and Jonathan Kim (Pachulski) regarding Century Fields cross-collateralization agreement (.1).
09/05/08	P.L. Bednar	0.30	Review proposed stipulation terms from New South Federal Savings Bank regarding opposition to schedules extension motion (.1); correspondence with Curtis Brody (Sunwest) regarding proposed New South stipulation terms (.2).
09/08/08	P.L. Bednar	0.20	Correspondence with Sarah Bruck (Sunwest) regarding summary of pending state court litigation involving Briarwoods and Century Fields.
09/08/08	P.L. Bednar	0.10	Review amended DIP budgets for Briarwood and Century Fields.

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October 17, 2008

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Date	Name	Hour	Description
09/09/08	P.L. Bednar	0.20	Confer with Barbara Jones (Sunwest) regarding status of response to Rule 2004 examination document requests.
09/10/08	P.L. Bednar	0.20	Correspondence with Jonathan Kim (Pachulski) regarding breakout of retainer amounts prepetition fee amounts.
09/10/08	P.L. Bednar	0.10	Correspondence with Barbara Jones (Sunwest) regarding status of adequate protection payments to New South.
09/11/08	P.L. Bednar	0.70	Telephone conversation with Eric Schultenover (Waller) regarding preparations for Rule 2004 exam document production (.1); confer with Curtis Brody on Rule 2004 exam document production (.1); review documents to be included in Rule 2004 exam document production (.2); telephone call with Jonathan Kim (Pachulski) regarding Rule 2004 exam document production (.2).
09/11/08	P.L. Bednar	0.40	Confer with Sarah Bruck (Sunwest) regarding schedules and statements question on secured loan classification (.2); correspondence with team regarding schedules and statements question on secured loan classification (.2).
09/12/08	P.L. Bednar	0.30	Confer with Barbara Jones (Sunwest) regarding backup for attorney retainer amounts and prepetition fees.
09/15/08	P.L. Bednar	0.60	Telephone conversation with Eric Schultenover (Waller) regarding question on backup documentation as to source of funds for attorney retainer amount (.1); confer with Barbara Jones (Sunwest) regarding backup documentation as to source of funds for attorney retainer amount (.1); confer with Shain Pearse (Sunwest) regarding backup documentation as to source of funds for attorney retainer amount (.1); confer with Daniel Fish (Sunwest) regarding backup documentation as to source of funds for attorney retainer amount (.1); correspondence with Eric Schultenover (Waller) regarding backup documentation as to source of funds for attorney retainer amount (.1); telephone conversation with Greg Yates regarding Steptoe retention letter (.1).
09/17/08	P.L. Bednar	0.20	Confer with Steve Stradley (Sunwest) and Joleen Fink (Alliance Insurance Group) regarding proof of insurance (.1); correspondence with Eric Schultenover (Waller) regarding proof of insurance (.1).

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October 17, 2008

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Date	Name	Hour	Description
09/17/08	P.L. Bednar	0.40	Confer with Sarah Bruck (Sunwest) regarding returned bankruptcy notices (.1); telephone conversation with Scotta McFarland (Pachulski) regarding payment of filing fees (.1); confer with Barbara Jones (Sunwest) regarding payment of filing fees (.1); confer with Sarah Bruck (Sunwest) regarding returned mail at Century Fields (.1).
09/17/08	P.L. Bednar	0.30	Review draft schedules and statements.
09/18/08	F. Agusti	0.10	Respond to questions about plans for 341 hearing.
09/18/08	P.L. Bednar	0.40	Confer with Shain Pearse (Sunwest) regarding bank account information for debtor entities (.1); correspondence with Ira Kharasch (Pachulski) regarding New South security agreement scope (.3).
09/18/08	P.L. Bednar	1.70	Review draft statements and schedules (.6); meet with Curtis Brody (Sunwest), Barbara Jones (Sunwest), and Paul Rundell (A&M) to review draft statements and schedules (.9); correspondence with Bobby Guy (Waller) and Eric Schultenover (Waller) regarding co-debtor provision in schedules (.1); review latest version of statements and schedules (.1).
09/18/08	P.L. Bednar	0.30	Confer with Joleen Fink (Alliance) regarding proof of insurance payments.
09/19/08	P.L. Bednar	0.10	Confer with Curtis Brody (Sunwest) regarding transcript and CD of Oregon receivership hearing.
09/19/08	P.L. Bednar	0.10	Confer with Joleen Fink (Alliance Insurance) regarding proof of insurance payments.
09/22/08	P.L. Bednar	0.10	Confer with Steve Stradley (Sunwest) regarding proof of insurance payments.
09/22/08	P.L. Bednar	1.40	Meet with Shain Pearse (Sunwest), Barbara Jones (Sunwest), Curtis Brody (Sunwest), and Francis Curtis (Sunwest) regarding documentation of payments to insiders as listed in SOFAs (1.0); confer with Barbara Jones (Sunwest) regarding organization of backup documentation for SOFA schedule 3c insider payments (.2); review backup documentation of payments to insiders listed in SOFA schedule 3c (.2).

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October 17, 2008

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Date	Name	Hour	Description
09/23/08	M. Sherman	6.50	Organize documents to be relied upon by Mr. Agusti in meeting with Trustee (5.0); prepare labels for copying project (1.0); telephone call with Phil Bednar and client regarding overview of project (.2); boxing up and sending documents to Nashville in advance of Mr. Agusti (.3).
09/23/08	P.L. Bednar	0.40	Confer with Kristy Petersen (Sunwest) regarding proof of insurance payments (.1); confer with Francis Curtis (Sunwest) regarding proof of insurance payment (.1); review check copies showing proof of insurance payments, and correspond with Eric Schultenover regarding same (.2).
09/23/08	P.L. Bednar	0.30	Teleconference with Fil Agusti and Mary Sherman regarding backup for SOFA schedule 3c showing payments to insiders.
09/25/08	F. Agusti	0.50	Review McMullen \$500k issue in Briarwood and help Messrs. Rundell and Brody re same.
09/25/08	F. Agusti	1.00	Confer with Messrs. Brody, Rundell, and Guy re preparation for meeting with the UST in anticipation for the 341 hearing (.2); conference with Mr. Guy to prepare for the VTA discussion with the UST (.2); review SOFAs with Mr. Brody to prepare him for the meeting (.2); represent client at meeting with UST representatives to give them overview of restructuring plan, confer about VTA and A&M retention issues associated with the same, answer UST questions re same (.2); leave messages with Messrs. Harder and Fisher re discussion with UST (.2).
09/25/08	P.L. Bednar	0.10	Correspondence with Curtis Brody (Sunwest) regarding returned loan payment check amounts from New South bank.
09/26/08	F. Agusti	0.50	Final preparation of witness for hearing (.2); represent client at 341 hearing (.3).
09/26/08	F. Agusti	0.30	Give instructions re resident refunds.

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Date	Name	Hour	Description
09/26/08	P.L. Bednar	0.30	Telephone conversation with Greg Yates regarding business person contact information for New South bank (.1); correspondence with Jonathan Kim (Pachulski) regarding ownership percentages of affiliated entities (.2).
09/26/08	F. Agusti	0.20	Give instructions re Wells Fargo information request.
09/29/08	P.L. Bednar	0.10	Confer with Steve Stradley (Sunwest) regarding proof of insurance payments.
09/30/08	P.L. Bednar	0.10	Confer with Barbara Jones (Sunwest) regarding account receivable amount shown on schedules.
09/30/08	P.L. Bednar	0.40	Draft spreadsheet of insurance payments.
09/30/08	P.L. Bednar	0.10	Confer with Curtis Brody (Sunwest) regarding CU Global LLC and ES Global LLC entities.
09/30/08	P.L. Bednar	0.50	Draft response to U.S. Trustee questions and requests from 341 meeting of creditors.

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IN ACCOUNT WITH
STEPTOE & JOHNSON LLP

October 17, 2008

INVOICE

Our Matter No. 017026.00004
NASHVILLE SENIOR

Invoice No. 2275214

For Professional Services Rendered August 20, 2008 Through September 30, 2008:

Fees:

Total Fees: **\$0.00**

Expenses:

Total Expenses: **\$0.00**

Allocation from "Bankruptcy General"*: **\$1,402.90**

Total Due for this Period: **\$1,402.90**

Previous Balance: **\$0.00**

Total Amount Due: **\$1,402.90**

***Allocation is determined as 1/10th of current affiliated cases, based on work that is related to all filed bankruptcy cases from 8/19/08 forward.**

Tax I.D. Number 52-1349790

**SUNWEST MANAGEMENT, INC.
BANKRUPTCY GENERAL
SEPTEMBER 2008**

Date	Name	Hour	Description
08/28/08	P.L. Bednar	0.10	Correspondence with Jonathan Kim (Pachulsi) and Pamela Singer (Pachulski) regarding resident refund motion.
08/28/08	P.L. Bednar	0.30	Review draft motion to extend time to file statements & schedules and SOFAs.
08/28/08	P.L. Bednar	0.20	Confer with Steve Stradley (Sunwest) regarding insurance premium finance contract negotiations.
08/28/08	P.L. Bednar	0.30	Teleconference with Steve Stradley (Sunwest), Jonathan Kim (Pachulski), and Tori Newmark (Pachulski) regarding insurance premium finance contract negotiations.
08/28/08	P.L. Bednar	0.10	Correspondence with Chris Cronk (Waller) and Shawn Quinlivan (Pachulski) regarding information needed to provide to client so it comply with administrative procedures order.
08/28/08	P.L. Bednar	0.30	Confer with Brett Salmon (Sunwest) regarding administrative procedures order and information to be kept at facilities to comply with order.
08/28/08	P.L. Bednar	0.20	Review materials to be provided to Brett Salmon (Pachulski) regarding administrative procedures order.
08/29/08	P.L. Bednar	0.30	Review draft resident refunds motion and accompanying proposed order.
08/29/08	P.L. Bednar	0.30	Review draft interim compensation motion.
08/29/08	P.L. Bednar	0.40	Review draft insurance premium finance contract motion and accompanying declaration.
08/29/08	P.L. Bednar	0.10	Telephone conversation with Greg Yates regarding September TIC payments.
08/29/08	P.L. Bednar	0.10	Correspondence with Pam Mattson (Sunwest) regarding September TIC payments.
08/29/08	P.L. Bednar	0.10	Correspondence with Shain Pearse (Sunwest) regarding September TIC payments.
08/29/08	P.L. Bednar	0.20	Review draft omnibus Brody declaration in support of utilities motion, resident refunds motion, schedules/statements extension motion, and interim compensation procedures motion.

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October 17, 2008

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Matter No. 017026.00004

Date	Name	Hour	Description
08/29/08	P.L. Bednar	0.30	Review draft motion to avoid appointment of patient care ombudsman.
08/29/08	P.L. Bednar	0.10	Telephone conversation with Sarah Bruck (Sunwest) regarding client approval of ombudsman motion.
08/29/08	P.L. Bednar	0.10	Correspondence with Jonathan Kim (Pachulski) and Bobby Guy (Waller) regarding client approval of ombudsman motion.
08/29/08	P.L. Bednar	0.10	Telephone conversation with Sarah Bruck (Sunwest) regarding approval of Brody omnibus declaration.
08/29/08	P.L. Bednar	0.20	Review draft motion for expedited hearing.
08/31/08	P.L. Bednar	0.20	Correspondence with Curtis Brody (Sunwest) regarding preparations for, and dates of, upcoming bankruptcy court hearings.
09/02/08	P.L. Bednar	0.40	Correspondence with Fil Agusti regarding declarant for ombudsman motion (.1); review Timmons declaration for ombudsman motion (.3).
09/02/08	P.L. Bednar	2.40	Draft prep outline for September 8 bankruptcy hearing (1.6); correspondence with Fil Agusti regarding prep outline for Sept. 8 hearing (.1); correspondence with Bobby Guy (Waller) and Eric Schultenover (Waller) regarding questions on items filed on bankruptcy docket (.2); participate in daily attorney conference call with Fil Agusti, Greg Yates, Ira Kharasch (Pachulski), Jim Stang (Pachulski), Sam Maizel (Pachulski), Bobby Guy (Waller), and Ray Streinz (McEwen Gisvold) (.4) telephone conversation with Paul Rundell (A&M) regarding proposed claims agent (.1).

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October 17, 2008

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Date	Name	Hour	Description
09/02/08	P.L. Bednar	2.20	Telephone conversation with Curtis Brody (Sunwest) regarding insurance premium financing update (.4); telephone conversation with Jonathan Kim (Pachulski) regarding insurance premium financing (.2); teleconference with Jonathan Kim (Pachulski) and Tori Newmark (Pachulski) regarding insurance premium financing (.3); teleconference with Jonathan Kim (Pachulski), Tori Newmark (Pachulski), and Steve Stradley (Sunwest) regarding insurance premium financing (.7); correspondence with Steve Stradley (Sunwest) regarding status of negotiations with AICCO and preparations for upcoming bankruptcy court hearing on insurance premium financing motion (.1); review spreadsheet provided by Curtis Brody (Sunwest) regarding proposed insurance premium financing sources (.3); correspondence with Steve Stradley (Sunwest), Curtis Brody (Sunwest), Jonathan Kim (Pachulski), and Tori Newmark (Pachulski) regarding proposed teleconference to discuss insurance premium financing strategy (.2).
09/02/08	P.L. Bednar	0.20	Correspondence with Shain Pearse (Sunwest) regarding September payments to investors (.1); correspondence with Pam Mattson (Sunwest) regarding September payments to investors (.1).
09/03/08	P.L. Bednar	0.30	Review Timmons and Brophy declarations to accompany ombudsman motion.

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Date	Name	Hour	Description
09/03/08	P.L. Bednar	2.30	Correspondence with Brett Salmon (Sunwest) regarding bankruptcy information to be provided pursuant to case noticing order, as well as information on 1-800 hotline number for resident complaints (.2); telephone conversation with Brett Salmon (Sunwest) regarding bankruptcy information to be provided pursuant to case noticing order, as well as information on 1-800 hotline number for resident complaints (.2); correspondence with Greg Yates regarding claims agent agreement (.1); review claims agent draft agreement and schedule of rates (.4); telephone conversation with Greg Yates regarding claims agent agreement (.1); correspondence with Paul Rundell (A&M) regarding claims agent agreement (.1); telephone conversation with Paul Rundell (A&M) regarding claims agent agreement (.1); correspondence with Eric Kurtzman (KCC) regarding proposed changes to draft claims agent agreement (.3); correspondence with Jonathan Kim (Pachulski) regarding follow-up questions arising from call with U.S. Trustee's Office (.4); correspondence with James Estes (Sunwest) regarding claims agent agreement (.1); telephone conversation with Greg Yates regarding claims agent work (.2); correspondence with Curtis Brody (Sunwest) regarding scheduling for Sept. 8 bankruptcy court hearing (.1).

SUNWEST MANAGEMENT, INC.
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Date	Name	Hour	Description
09/03/08	P.L. Bednar	3.80	Review spreadsheet prepared by Steve Stradley (Sunwest) regarding insurance premium payment amounts (.5); correspondence with Steve Stradley (Sunwest) regarding questions on insurance premium amounts shown on spreadsheet (.3); correspondence with Paul Rundell (A&M) and Shain Pearse (Sunwest) regarding adjusted insurance payment amounts (.2); prepare for teleconference with Steve Stradley (Sunwest) and Tori Newmark (Pachulski) regarding insurance premium financing (.6); teleconference with Steve Stradley (Sunwest) and Tori Newmark (Pachulski) regarding insurance premium financing (.5); teleconference with Jonathan Kim (Pachulski) and Tori Newmark (Pachulski) regarding insurance premium financing (.5); correspondence with Steve Stradley (Sunwest) regarding follow-up matters on insurance premium financing (.3); correspondence with Matt Marcos (A&M) regarding discussions with GE and Marathon on liability insurance premiums (.2); review Nashville Senior Living DIP budget (.3); review GE and Marathon loan agreement language on liability insurance premiums (.4).
09/04/08	P.L. Bednar	0.80	Telephone conversation with Eric Schultenover (Waller) regarding amended Steptoe application to employ (.1); make edits to Steptoe application to employ (.6); telephone conversation with Greg Yates regarding amended Steptoe application to employ (.1).
09/04/08	P.L. Bednar	1.10	Review case management order entered on docket (.1); correspondence with Brett Salmon (Sunwest) regarding case management order (.1); telephone call with Paul Rundell (A&M) regarding claims agent work (.2); teleconference with Scotta McFarland (Pachulski), Pamela Singer (Pachulski), Paul Rundell (A&M), Eric Kurtzman (KCC), and Travis Vandell (KCC) regarding claims agent work (.6); telephone conversation with Eric Kurtzman regarding claims agent agreement (.1).

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Date	Name	Hour	Description
09/04/08	P.L. Bednar	1.30	Telephone conversation with Fil Agusti regarding insurance premium financing (.2); teleconference with Fil Agusti and Steve Stradley (Sunwest) regarding insurance premium financing (.3); telephone conversation with Steve Stradley regarding insurance premium financing (.2); telephone conversation with Steve Stradley regarding insurance premium financing (.1); telephone conversation with Jonathan Kim (Pachulski) regarding status of property insurance premium financing (.3); review updated insurance schedule provided by Steve Stradley (.2).
09/05/08	P.L. Bednar	0.60	Correspondence with James Estes (Sunwest) regarding amended Steptoe application to employ (.1); telephone conversation with Sarah Bruck (Sunwest) regarding amended Steptoe application to employ (.1); telephone conversations with Fil Agusti regarding amended Steptoe application to employ (.1); correspondence with Jon Harder (Sunwest) and Wally Gutzler (Sunwest) regarding amended Steptoe application to employ (.1); telephone conversations with Eric Schultenover (Waller) regarding amended Steptoe application to employ (.1); correspondence with Eric Schultenover (Waller) regarding amended Steptoe application to employ (.1).
09/05/08	P.L. Bednar	0.70	Correspondence with Shain Pearse (Sunwest) and Steve Stradley (Sunwest) regarding timing of insurance payments (.1); correspondence with Jonathan Kim (Pachulski) and Tori Newmark (Pachulski) regarding insurance payments (.1); correspondence with Shain Pearse (Sunwest) regarding insurance premium payments (.2); correspondence with Jonathan Kim (Pachulski) and Paul Rundell (A&M) regarding insurance premium payments (.2); telephone conversation with Jonathan Kim (Pachulski) regarding insurance premium payments (.1).

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Date	Name	Hour	Description
09/08/08	P.L. Bednar	1.40	Confer with Shain Pearse (Sunwest) regarding source of retainer amounts for bankruptcy debtor legal work (.3); confer with Curtis Brody (Sunwest) regarding source of retainer amounts for bankruptcy debtor legal work (.2); draft proposed response to U.S. Trustee regarding retainer amounts and compensation for bankruptcy debtor legal work (.3); telephone conversation with Jonathan Kim (Pachulski) regarding disclosures for bankruptcy debtor legal work (.2); review draft application to employ KCC as claims agent, as well as related declarations (.4).
09/08/08	P.L. Bednar	0.40	Confer with Steve Stradley (Sunwest) regarding timing of insurance payments (.2); confer with Shain Pearse (Sunwest) regarding timing of insurance payments (.2).
09/08/08	P.L. Bednar	0.40	Correspondence with Greg Yates regarding A/P reports for debtor entities (.3); correspondence with Jonathan Kim (Pachulski) regarding TIC agreements (.1).
09/09/08	P.L. Bednar	0.30	Correspondence with Fil Agusti and Greg Yates regarding supplemental statement of disinterestedness as to Steptoe retention (.1); begin drafting supplemental statement of disinterestedness as to Steptoe retention (.2).
09/09/08	P.L. Bednar	0.30	Confer with Shain Pearse (Sunwest) regarding status of insurance premium payments (.2); correspondence with Jonathan Kim (Pachulski) and Paul Rundell (A&M) regarding status of insurance premium payments (.1).
09/09/08	P.L. Bednar	0.10	Correspondence with Pam Mattson (Sunwest) regarding bankruptcy notices received by investors.
09/09/08	P.L. Bednar	0.10	Correspondence with Jonathan Kim (Pachulski) and Sam Maizel (Pachulski) regarding Altman affidavit for ombudsman motion.
09/10/08	P.L. Bednar	0.60	Telephone conversation with Greg Yates regarding additional declaration in support of application to employ Steptoe (.1); telephone conversation with Jonathan Kim (Pachulski) regarding additional declaration in support of application to employ (.2); update spreadsheet of attorney retainers and prepetition fee amounts (.3).

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Date	Name	Hour	Description
09/10/08	P.L. Bednar	0.40	Confer with Shain Pearse (Sunwest) and Matt Marcos (A&M) regarding status of insurance payments.
09/10/08	P.L. Bednar	0.10	Correspondence with Sam Maizel (Pachulski) regarding Altman affidavit.
09/11/08	P.L. Bednar	0.50	Confer with Barbara Jones (Sunwest) regarding attorney retainers and prepetition fee amounts for purpose of completing schedules and statements.
09/12/08	P.L. Bednar	0.40	Make edits to spreadsheet of attorney retainer amounts and prepetition fees.
09/12/08	P.L. Bednar	0.80	Confer with Barbara Jones (Sunwest) regarding attorney retainer amounts and prepetition fees for purpose of completing SOFAs.
09/12/08	P.L. Bednar	0.10	Confer with Steve Stradley (Sunwest) regarding proof of insurance.
09/15/08	P.L. Bednar	0.20	Correspondence with Scotta McFarland (Pachulski) regarding attorney retainer and prepetition fee amounts.
09/15/08	P.L. Bednar	0.20	Correspondence with Jonathan Kim (Pachulski) regarding utility company notices.
09/16/08	P.L. Bednar	0.10	Correspondence with Barbara Jones (Sunwest) regarding attorney retainer and prepetition fee amounts for purpose of completing statements and schedules.
09/17/08	P.L. Bednar	0.30	Confer with Barbara Jones (Sunwest) regarding status of schedules and statements preparation (.1); search SEC EDGAR database for filings by debtor entities (.1); correspondence with Scotta McFarland (Pachulski) regarding SEC filings by debtor entities (.1).
09/18/08	F. Agusti	0.10	Respond to questions about plans for 341 hearing.
09/18/08	P.L. Bednar	0.70	Review draft statements and schedules for Nashville Senior entity (.3); meet with Curtis Brody (Sunwest), Barbara Jones (Sunwest), and Paul Rundell (A&M) to review draft statements and schedules for Nashville Senior entity (.3); review latest version of Nashville Senior statements and schedules (.1).

SUNWEST MANAGEMENT, INC.
October 17, 2008

Invoice No. 2275214
Matter No. 017026.00004

Date	Name	Hour	Description
09/19/08	P.L. Bednar	0.80	Telephone conversation with Mary Sherman regarding overview of copying/filing project involving backup documentation for payments to insider creditors (.2); telephone conversation with Mary Sherman regarding strategy for copying/filing project (.1); correspondence with Mary Sherman regarding information needed for copying/filing project (.1); teleconference with Scotta McFarland (Pachulski) and Barbara Jones (Sunwest) regarding disclosure and classification of attorney retainers and fee payments on schedules and SOFAs (.4).
09/22/08	P.L. Bednar	0.30	Confer with Barbara Jones (Sunwest) regarding organization of backup documentation for SOFA schedule 3c insider payments (.2); review backup documentation of payments to insiders listed in SOFA schedule 3c (.1).
09/23/08	M. Sherman	2.50	Organize documents for Mr. Agusti's meeting with Trustee (1.5); prepare folders and labels for copying project (1.0).
09/23/08	P.L. Bednar	0.30	Telephone call with Mary Sherman regarding copying and filing project regarding backup for SOFA 3c schedule payments to insiders (.1); teleconference with Mary Sherman and Barbara Jones (Sunwest) regarding copying and filing project regarding backup for SOFA 3c schedule payments to insiders (.2).
09/23/08	P.L. Bednar	0.20	Review LLC resolutions regarding bankruptcy filing, and correspond with Paul Rundell (A&M) regarding same (.2).
09/25/08	F. Agusti	1.30	Confer with Messrs. Brody, Rundell, and Guy re preparation for meeting with the UST in anticipation for the 341 hearing (.3); conference with Mr. Guy to prepare for the VTA discussion with the UST (.2); review SOFAs with Mr. Brody to prepare him for the meeting (.3); represent client at meeting with UST representatives to give them overview of restructuring plan, confer about VTA and A&M retention issues associated with the same, answer UST questions re same (.3); leave messages with Messrs. Harder and Fisher re discussion with UST (.2).

SUNWEST MANAGEMENT, INC.
October 17, 2008

Invoice No. 2275214
Matter No. 017026.00004

Date	Name	Hour	Description
09/25/08	F. Agusti	0.30	Review McMullen \$500k issue and help Messrs. Rundell and Brody re same.
09/26/08	F. Agusti	0.30	Give instructions re Wells Fargo information request.
09/26/08	F. Agusti	0.30	Give instructions re resident refunds.
09/26/08	F. Agusti	0.50	Final preparation of witness for hearing (.3); represent client at 341 hearing (.2).
09/29/08	P.L. Bednar	0.10	Correspondence with Paul Rundell (A&M) regarding information requested by U.S. Trustee (.1).
09/30/08	P.L. Bednar	0.10	Correspondence with Fil Agusti regarding interim compensation procedures (.1).
09/30/08	P.L. Bednar	0.50	Draft response to U.S. Trustee questions and requests from 341 meeting of creditors (.5).

Mr. Curtis Brody
Chief Financial Officer
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IN ACCOUNT WITH
STEPTOE & JOHNSON LLP

December 15, 2008

INVOICE

Our Matter No. 017026.00003
BRIARWOOD/CENTURY FIELDS

Invoice No. 2278888

For Professional Services Rendered October 1, 2008 Through October 31, 2008:

Fees:

Attorney/Paralegal	Hours	Rate	Value
F. Agusti	.70	610.00	427.00
G.R. Yates	.90	500.00	450.00
P.L. Bednar	1.40	395.00	553.00
M. Sherman	6.50	220.00	1,430.00
Total Fees:			\$1,430.00

Expenses:

Total Expenses:	<u>\$0</u>
Allocation from "Bankruptcy General"*:	<u>\$200.92</u>
Total Due for this Period:	<u>\$1,630.92</u>
Previous Balance:	<u>\$14,099.35</u>
Total Amount Due:	<u>\$15,730.27</u>

***Allocation is determined as 2/10th of current affiliated cases, based on work that is related to all filed bankruptcy cases from 8/19/08 forward.**

Tax I.D. Number 52-1349790

Mr. Curtis Brody
Chief Financial Officer
Sunwest Management, Inc.
3723 Fairview Industrial Drive SE
PO Box 3006
Salem, Oregon 97302

Matter No: 017026.00003
Invoice Date: November 10, 2008
Invoice No: 2278888
Page No. 1

BRIARWOOD/CENTURY FIELDS

F. Agusti Partner

<u>Tmkpr</u>	<u>Date</u>	<u>Narrative</u>	<u>Time</u>	<u>Task</u> <u>Code</u>	<u>Actv</u> <u>Code</u>
FA	10/06/08	Review questions posed in separate emails from Mr. Goldberg re A&M retention and voting trust and prepare responses to the same.	0.20 hrs.	RP	
FA	10/17/08	Confer with Mr. Fisher re potential sale (.2); confer with Mr. McMullen re getting reaction from New South on the same (.3).	0.50 hrs.	GB	
TOTAL			0.70 hrs.		

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Matter No: 017026.00003
Invoice Date: November 10, 2008
Invoice No: 2278888
Page No. 2

G.R. Yates Partner

<u>Tmkpr</u>	<u>Date</u>	<u>Narrative</u>	<u>Time</u>	<u>Task</u> <u>Code</u>	<u>Actv</u> <u>Code</u>
GRY	10/13/08	Discuss Briarwood sale with potential purchaser and coordinate discussions with lender concerning restructuring of loan.	0.90 hrs.	AD	
TOTAL			0.90 hrs.		

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Matter No: 017026.00003
Invoice Date: November 10, 2008
Invoice No: 2278888
Page No. 3

P.L. Bednar Associate

<u>Tmkpr</u>	<u>Date</u>	<u>Narrative</u>	<u>Time</u>	<u>Task Code</u>	<u>Actv Code</u>
PLB	10/03/08	Finish drafting letter to U.S. Trustee regarding follow-up questions from meeting of creditors.	0.80 hrs.	CA	
PLB	10/13/08	Correspondence with Greg Yates regarding production of Century Fields retention agreements (.2); correspondence with Tom Wettlaufer (Sunwest) regarding Century Fields retention agreements (.1); review Century Fields operating agreement for language on right to inspect Company records (.2).	0.50 hrs.	RP	
PLB	10/15/08	Telephone call and correspondence with Greg Yates regarding local counsel for New South bank.	0.10 hrs.	CA	
TOTAL			1.40 hrs.		

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Matter No: 017026.00003
Invoice Date: November 10, 2008
Invoice No: 2278888

For Services Through October 31, 2008

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
F. Agusti	0.70	610.00	427.00
G.R. Yates	0.90	500.00	450.00
P.L. Bednar	1.40	395.00	553.00
Total	3.00		\$1,430.00
TOTAL FEES			\$1,430.00
TOTAL EXPENSES			\$0.00
TOTAL DUE FOR THIS MATTER			\$1,430.00

Please send remittance to:

Stephoe & Johnson LLP
Accounting Department
1330 Connecticut Avenue, NW
Washington, D.C. 20036-1795

Wiring Instructions:

Bank: Wachovia Bank of Washington, D.C.
ABA#: 054001220
Beneficiary's Account #: 2000033223276
Swift Code -- PNBP US 33
Beneficiary's Name: Steptoe & Johnson LLP

Tax I.D. Number 52-1349790

Mr. Curtis Brody
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IN ACCOUNT WITH
STEPTOE & JOHNSON LLP

December 15, 2008

INVOICE

Our Matter No. 017026.00004
NASHVILLE SENIOR

Invoice No. 2278889

For Professional Services Rendered October 1, 2008 Through October 31, 2008:

Fees:

Total Fees: \$0

Expenses:

Total Expenses: \$0

Allocation from "Bankruptcy General"*: \$100.46

Total Due for this Period: \$100.46

Previous Balance: \$1,402.90

Total Amount Due: \$1,503.36

***Allocation is determined as 1/10th of current affiliated cases, based on work that is related to all filed bankruptcy cases from 8/19/08 forward.**

Tax I.D. Number 52-1349790

Mr. Curtis Brody
Chief Financial Officer
Sunwest Management, Inc.
3723 Fairview Industrial Drive SE
PO Box 3006
Salem, Oregon 97302

Matter No: 017026.00004
Invoice Date: November 10, 2008
Invoice No: 2278889
Page No. 1

BANKRUPTCY GENERAL

F. Agusti Partner

<u>Tmkpr</u>	<u>Date</u>	<u>Narrative</u>	<u>Time</u>	<u>Task</u> <u>Code</u>	<u>Actv</u> <u>Code</u>
FA	10/06/08	Review questions posed in separate emails from Mr. Goldberg re A&M retention and voting trust and prepare responses to the same.	0.20 hrs.	RP	
TOTAL			0.20 hrs.		

Mr. Curtis Brody
 Chief Financial Officer
 Sunwest Management, Inc.
 3723 Fairview Industrial Drive SE
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 Salem, Oregon 97302

Matter No: 017026.00004
 Invoice Date: November 10, 2008
 Invoice No: 2278889
 Page No. 2

P.L. Bednar Associate

<u>Tmkpr</u>	<u>Date</u>	<u>Narrative</u>	<u>Time</u>	<u>Task Code</u>	<u>Actv Code</u>
PLB	10/14/08	Correspondence with Scotta McFarland (Pachulski) regarding information needed for lease assumption motion.	0.10 hrs.	AA	
PLB	10/15/08	Confer with Curtis Brody (Sunwest) regarding resident refund motion (.1); confer with Curtis Brody (Sunwest) and Barbara Jones (Sunwest) regarding resident refund motion (.1); confer with Barbara Jones (Sunwest) and Jessica Lindsay (Sunwest) regarding resident refund motion amount (.4); teleconference with Pam Singer (Pachulski), Barbara Jones (Sunwest), and Jessica Lindsay (Sunwest) regarding resident refund motion amount (.2); correspondence with Pam Singer (Pachulski), Bobby Guy (Waller), and Daniel Flourney (Waller) regarding filing of resident refund motion (.1).	0.90 hrs.	OP	
PLB	10/23/08	Research case law on separate classification of unsecured deficiency claims.	0.30 hrs.	BL	
PLB	10/28/08	Correspondence with Kashya Shei (SEC) regarding venue-related pleadings (.5); additional correspondence with Kashya Shei (SEC) regarding venue-related pleadings (.2).	0.70 hrs.	BL	
PLB	10/28/08	Telephone conversation with Michael Strong (Matthews, Pierce & Lloyd, Inc.) regarding bankruptcy debtors' legal entity names and facility addresses (.1); correspondence with Michael Strong (Matthews, Pierce & Lloyd, Inc.) regarding bankruptcy debtors' legal entity names and facility addresses (.1).	0.20 hrs.	CA	
TOTAL			2.20 hrs.		

Mr. Curtis Brody
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Matter No: 017026.00004
Invoice Date: November 10, 2008
Invoice No: 2278889

For Services Through October 31, 2008

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
F. Agusti	0.20	610.00	122.00
P.L. Bednar	2.20	395.00	869.00
Total	2.40		\$991.00
TOTAL FEES			\$991.00
<u>Expenses</u>			
Duplicating			13.60
TOTAL EXPENSES			\$13.60
TOTAL DUE FOR THIS MATTER			\$1,004.60

Please send remittance to:

Steptoe & Johnson LLP
Accounting Department
1330 Connecticut Avenue, NW
Washington, D.C. 20036-1795

Wiring Instructions:

Bank: Wachovia Bank of Washington, D.C.
ABA#: 054001220
Beneficiary's Account #: 2000033223276
Swift Code -- PNBP US 33
Beneficiary's Name: Steptoe & Johnson LLP

Tax I.D. Number 52-1349790

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IN ACCOUNT WITH
STEPTOE & JOHNSON LLP

December 15, 2008

INVOICE

Our Matter No. 017026.00003
BRIARWOOD/CENTURY FIELDS

Invoice No. 2282969

For Professional Services Rendered November 1, 2008 Through November 30, 2008:

Fees:

Attorney/Paralegal	Hours	Rate	Value
G.R. Yates	2.50	500.00	1,250.00
P.L. Bednar	.40	395.00	158.00
Total Fees:			\$1,408.00

Expenses:

Total Expenses:	<u>\$0</u>
Allocation from "Bankruptcy General"*:	<u>\$94.80</u>
Total Due for this Period:	<u>\$1,502.80</u>
Previous Balance:	<u>\$15,730.27</u>
Total Amount Due:	<u>\$17,233.07</u>

*Allocation is determined as 2/10th of current affiliated cases, based on work that is related to all filed bankruptcy cases from 8/19/08 forward.

Tax I.D. Number 52-1349790

Mr. Curtis Brody
Chief Financial Officer
Sunwest Management, Inc.
3723 Fairview Industrial Drive SE
PO Box 3006
Salem, Oregon 97302

Matter No: 017026.00003
Invoice Date: December 5, 2008
Invoice No: 2282969
Page No. 1

BRIARWOOD/CENTURY FIELDS

G.R. Yates Partner

<u>Tmkpr</u>	<u>Date</u>	<u>Narrative</u>	<u>Time</u>	<u>Task</u> <u>Code</u>	<u>Actv</u> <u>Code</u>
GRY	11/10/08	Call to Briarwood and Century Fields counsel to address cash collateral issues (.2); call to Mr. Rundell at A&M to review cash collateral budget (.7).	0.90 hrs.	FN	
GRY	11/11/08	Work on cash collateral issues, including budget and tax payments.	1.60 hrs.	CA	
TOTAL			2.50 hrs.		

Mr. Curtis Brody
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Matter No: 017026.00003
Invoice Date: December 5, 2008
Invoice No: 2282969
Page No. 2

P.L. Bednar Associate

<u>Tmkpr</u>	<u>Date</u>	<u>Narrative</u>	<u>Time</u>	<u>Task Code</u>	<u>Actv Code</u>
PLB	11/06/08	Review consent agreement for negotiations with lender and make edits to signature blocks.	0.20 hrs.	AD	
PLB	11/07/08	Confer with Kristine Bernard (Sunwest) regarding lender consent agreement (.1); correspondence with Kristine Bernard (Sunwest) regarding lender consent agreement (.1).	0.20 hrs.	AD	
TOTAL			0.40 hrs.		

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Matter No: 017026.00003
Invoice Date: December 5, 2008
Invoice No: 2282969

For Services Through November 30, 2008

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
G.R. Yates	2.50	500.00	1,250.00
P.L. Bednar	0.40	395.00	158.00
Total	2.90		\$1,408.00
TOTAL FEES			\$1,408.00
TOTAL EXPENSES			\$0.00
TOTAL DUE FOR THIS MATTER			\$1,408.00

Please send remittance to: Steptoe & Johnson LLP
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Washington, D.C. 20036-1795

Wiring Instructions:
Bank: Wachovia Bank of Washington, D.C.
ABA#: 054001220
Beneficiary's Account #: 2000033223276
Swift Code -- PNBPNUS33
Beneficiary's Name: Steptoe & Johnson LLP

Tax I.D. Number 52-1349790

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IN ACCOUNT WITH
STEPTOE & JOHNSON LLP

December 15, 2008

INVOICE

Our Matter No. 017026.00004
NASHVILLE SENIOR

Invoice No. 2282970

For Professional Services Rendered November 1, 2008 Through November 30, 2008:

Fees:

Total Fees: **\$0**

Expenses:

Total Expenses: **\$0**

Allocation from "Bankruptcy General"*: **\$47.40**

Total Due for this Period: **\$47.40**

Previous Balance: **\$1,503.36**

Total Amount Due: **\$1,550.76**

***Allocation is determined as 1/10th of current affiliated cases, based on work that is related to all filed bankruptcy cases from 8/19/08 forward.**

Tax I.D. Number 52-1349790

Mr. Curtis Brody
Chief Financial Officer
Sunwest Management, Inc.
3723 Fairview Industrial Drive SE
PO Box 3006
Salem, Oregon 97302

Matter No: 017026.00004
Invoice Date: December 5, 2008
Invoice No: 2282970
Page No. 1

BANKRUPTCY GENERAL

P.L. Bednar Associate

<u>Tmkpr</u>	<u>Date</u>	<u>Narrative</u>	<u>Time</u>	<u>Task Code</u>	<u>Actv Code</u>
PLB	11/03/08	Correspondence with Scotta McFarland (Pachulski) regarding question on PropCo-OpCo lease.	0.10 hrs.	BL	
PLB	11/04/08	Telephone conversation with Jonathan Kim (Pachulski) regarding strategy for motion to extend time to assume/reject Master Lease.	0.20 hrs.	BL	
PLB	11/05/08	Review draft motion to extend time to assume/reject master lease (.2); confer with Barbara Jones (Sunwest) and Jeremiah Toews (Sunwest) regarding status of lease payments (.1).	0.30 hrs.	BL	
PLB	11/07/08	Review draft motion to extend time to assume/reject lease with Nashville PropCo (.1); confer with Curtis Brody (Sunwest) regarding motion to extend time to assume/reject lease, and accompanying declaration (.2); correspondence with Scotta McFarland (Pachulski) regarding motion to extend time to assume/reject lease (.1); correspondence with Curtis Brody (Sunwest) regarding affidavit language for motion to extend time assume/reject lease (.1).	0.50 hrs.	EC	
PLB	11/08/08	Correspondence with Scotta McFarland (Pachulski) and Jonathan Kim (Pachulski) regarding suggested language in declaration and motion re: extension of time to assume/reject Nashville lease.	0.10 hrs.	EC	
TOTAL			1.20 hrs.		

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Matter No: 017026.00004
Invoice Date: December 5, 2008
Invoice No: 2282970

For Services Through November 30, 2008

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
P.L. Bednar	1.20	395.00	474.00
Total	1.20		\$474.00
TOTAL FEES			\$474.00
TOTAL EXPENSES			\$0.00
TOTAL DUE FOR THIS MATTER			\$474.00

Please send remittance to:

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Accounting Department
1330 Connecticut Avenue, NW
Washington, D.C. 20036-1795

Wiring Instructions:

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Beneficiary's Account #: 2000033223276
Swift Code -- PNBPU33
Beneficiary's Name: Steptoe & Johnson LLP

Tax I.D. Number 52-1349790